



WILMERHALE

July 21, 2011

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By Hand

Hon. William H. Pauley III
United States District Court
for the Southern District of New York
Daniel Patrick Moynihan U.S. Courthouse
500 Pearl Street, Room 2210
New York, NY 10007

JUL 22 2011

CHAMBERS OF
HON. W. H. PAULEY
U.S.D.J.

Re: *In re Smith Barney Transfer Agent Litigation*, 05 Civ. 7583 (WHP)

To the Honorable William H. Pauley III:

This firm represents defendants Smith Barney Fund Management LLC and Citigroup Global Markets Inc. (the "Citi Defendants") in the above matter. We write to request permission to submit a memorandum of law in opposition to Lead Plaintiff's Motion for Class Certification totaling up to 45 pages in length. Our memorandum is due on August 31, 2007. We seek this relief because Lead Plaintiff's opening memorandum, filed on July 15, 2011, raises multiple complex issues that, we submit, require a more extensive discussion by the Citi Defendants than the 25 pages allotted by Rule 3.C of Your Honor's Individual Rules would allow. Among other things, the putative class includes multiple subclasses each comprised of investors in 29 different mutual funds, each of which requires a separate certification analysis.

Lead Plaintiff, through counsel, has consented to this request, on the condition that Lead Plaintiff is permitted to submit a reply brief up to 40 pages in length.

Respectfully submitted,

Lori A. Martin
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cc: U. Seth Ottensoser (by email)
Joseph R. Seidman, Jr. (by email)
Richard J. Morvillo (by email)
Peter H. White (by email)

Application Denied.

SO ORDERED:

William H. Pauley III
WILLIAM H. PAULEY III U.S.D.J.

7/25/11